

FORM B10 (Official Form 10) (10/05)

UNITED STATES BANKRUPTCY COURT <u>Southern</u> DISTRICT OF <u>New York</u>		PROOF OF CLAIM Claim #02402 USBC SDNY Delphi Corporation, et al. 05-44481 (RDD)
Name of Debtor <u>Delphi Automotive Systems, L.L.C.</u>	Case Number <u>05-44484 (RDD)</u>	
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		RECEIVED MAR 29 2006 KURTZMAN CARSON THIS SPACE IS FOR COURT USE ONLY
Name of Creditor (The person or other entity to whom the debtor owes money or property): <u>Motorola, Inc. a/k/a Motorola AIEG</u>	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent: <u>Peter A. Clark and Thomas J. Augspurger</u> <u>McDermott Will & Emery LLP</u> <u>227 W. Monroe Street, Chicago Illinois 60606</u> Telephone number: <u>(312)-372-2000</u>		
Last four digits of account or other number by which creditor identifies debtor: _____ Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____		
1. Basis for Claim <input checked="" type="checkbox"/> Goods sold <input checked="" type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of your SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
2. Date debt was incurred: <u>10/01/2004 - 10/08/2005</u> 3. If court judgment, date obtained: _____		
4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations. <u>Unsecured Nonpriority Claim \$1,787,025.08</u> <input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority. Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). Secured Claim <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other <u>See Addendum</u> Value of Collateral: <u>\$750,487.44</u> Amount of arrearage and other charges at time case filed included in secured claim, if any: <u>\$750,487.44</u> <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). *Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.		
5. Total Amount of Claim at Time Case Filed: <u>\$1,787,025.08</u> <u>750,487.44</u> <u>2,537,512.52</u> (unsecured) (secured) (priority) (Total) <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		THIS SPACE IS FOR COURT USE ONLY 50 OF 117 2006 MAR 24 P 3:45 US BANKRUPTCY COURT SDNY
Date <u>March 23, 2006</u>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <u>Thomas J. Augspurger, Esq.</u> <i>Thomas J. Augspurger</i>	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for u



**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
Delphi Automotive Systems, L.L.C.,)	Case No. 05-44484 (RDD)
)	
Debtor.)	
)	Jointly Administered
)	

ADDENDUM TO PROOF OF CLAIM OF MOTOROLA INC. a/k/a MOTOROLA AIEG

Motorola, Inc a/k/a AIEG (“**Motorola**”), by its attorneys, hereby submits this addendum (the “**Addendum**”) to its proof of claim (the “**Proof of Claim**”) against Delphi Automotive Systems, L.L.C. (“**Delphi**”) and in support thereof states as follows:

Description of Claim

1. Delphi filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) on October 8, 2005 (the “**Petition Date**”).

2. Delphi remains in possession of its property and continues to operate its business as a debtor-in-possession pursuant to Bankruptcy Code §§ 1107(a) and 1108.

3. On or about March 21, 2001, Delphi and Motorola executed the “Additional Purchase Order Provisions Long Term Contract” attached hereto as Exhibit 1 (the “**Agreement**”) by which Delphi agreed to purchase approximately 100% of its production and service requirements for the Products (as defined in the Agreement) from Motorola.

4. From inception of the Agreement through the Petition Date, Motorola performed services and delivered goods (the “**Goods**”) to Delphi pursuant to the Agreement. As of the

Petition Date, Delphi owed Motorola \$2,537,751.52 (the “**Claim Amount**”) pursuant to the Agreement. A statement of the due and unpaid invoices comprising the Claim Amount is attached hereto as Exhibit 2.

5. On October 11, 2005, Motorola timely demanded return of certain Goods subject to reclamation pursuant to Section 546(c) of the Bankruptcy Code (the “**Reclamation Demand**,” a copy of which is attached as Exhibit 3). Motorola has since reconciled its books and records and identified Goods which remain subject to the Reclamation Demand totaling not less than \$750,487.44 (the “**Reclamation Claim**”). A statement reflecting the invoices comprising the Reclamation Claim is attached hereto as Exhibit 4. To the extent Delphi asserts any portion of the Reclamation Claim does not qualify for reclamation pursuant to Section 546(c) of the Bankruptcy Code, Motorola is entitled to an administrative expense in such amount pursuant to Section 503 of the Bankruptcy Code.

6. Based on the foregoing, and without prejudice to its other rights and remedies, Motorola hereby demands allowance and payment of the Claim Amount as (a) a general unsecured claim totaling not less than \$1,787,025.08, and (b) a (i) secured claim pursuant to Section 507(a)(1) of the Bankruptcy Code totaling not less than \$750,487.44 or (ii) alternatively an administrative expense pursuant to Section 503 of the Bankruptcy Code totaling not less than \$750,487.44.

Reservation of Other Claims and Rights

7. In addition to the foregoing, Motorola expressly reserves all other rights, remedies, interests, priorities, protections, claims, counterclaims, defenses, setoffs, and recoupments, including, without limitation, claims against Delphi under sections 503, 507, 510, 544, 545, 547, 548, 549, 550, and 553 of the Bankruptcy Code.

8. Motorola reserves the right to amend and supplement the Proof of Claim and this Addendum and to file additional claims against Delphi for any reason.

9. The filing of this Proof of Claim is not and should not be construed as (i) an election of remedy, (ii) a waiver of jury trial rights or (iii) a waiver or limitation of any right, interest, or cause of action held by Motorola, all of which are expressly reserved.

10. Motorola further reserves any and all rights against parties other than Delphi based on the foregoing facts and circumstances. .

Dated: March 23, 2006
Chicago, Illinois

Respectfully submitted,

McDERMOTT WILL & EMERY LLP



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Chicago, Illinois 60606-5096
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Attorneys for Motorola, Inc. a/k/a Motorola AIEG

EXHIBIT 1

EXHIBIT 3



October 11, 2005

VIA FEDERAL EXPRESS AND FACSIMILE TRANSMISSION

John K. Lyons, Esq.
Allison Verderber Herriott, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
333 West Wacker Drive
Suite 2100
Chicago, IL 60606

Brad Werner
Delphi Corporation
Senior Buyer
3900 Holland Road
Saginaw, MI 48601-9494

Re: *In re Delphi Corporation, et al.*; Jointly Administered Case No. 05-44481;
Pending Before the United States Bankruptcy Court for the Southern
District of New York; Demand for Reclamation

Dear Madam and Gentlemen:

I am writing on behalf of Motorola, Inc. ("Motorola") in connection with the above-referenced matter. By this letter, Motorola hereby makes demand upon Delphi Corporation and each of its affiliated and jointly administered debtors (collectively, "Delphi") for reclamation of certain deliveries of goods by Motorola to Delphi, identified in the attachment hereto. The total demand is in the amount of \$2,460,482.10. The goods for which this demand is made were, upon information and belief, received by Delphi within ten (10) days prior to the October 8, 2005 petition date.

This demand is made pursuant to Section 546(c) of the Bankruptcy Code and Section 2-702 of the Uniform Commercial Code and applicable state law. By making this demand, Motorola does not waive its right to assert any other rights or claims against Delphi, all of which rights and claims are expressly reserved.

Delphi is hereby directed to hold all Motorola goods and materials identified in the attachment (the "Motorola Reclaimed Goods") and segregate the Motorola Reclaimed Goods from all other goods in the possession of Delphi. Motorola demands that Delphi either (i) promptly return the Motorola Reclaimed Goods or (ii) pay the amounts due as an administrative expense claim in accordance with Bankruptcy Code Section 546(c).

Please contact the undersigned immediately to arrange for return of the Motorola Reclaimed Goods. If there is any objection to the immediate return of the Motorola Reclaimed Goods, please inform the undersigned immediately in writing specifying the objection.

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Deer Park, IL 60010

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Customer	Invoice #	Date	Amount
Delphi Automotive Systems	367115	1-Sep-05	\$106,536.96
Delphi Automotive Systems	367334	2-Sep-05	\$53,268.48
Delphi Automotive Systems	367553	6-Sep-05	\$35,512.32
Delphi Automotive Systems	367597	6-Sep-05	\$53,268.48
Delphi Automotive Systems	367725	7-Sep-05	\$88,780.80
Delphi Automotive Systems	367898	8-Sep-05	\$106,536.96
Delphi Automotive Systems	368093	9-Sep-05	\$88,780.80
Delphi Automotive Systems	368270	12-Sep-05	\$71,024.64
Delphi Automotive Systems	368390	13-Sep-05	\$71,024.64
Delphi Automotive Systems	368480	13-Sep-05	\$20,068.16
Delphi Automotive Systems	368627	14-Sep-05	\$71,024.64
Delphi Automotive Systems	368722	15-Sep-05	\$71,024.64
Delphi Automotive Systems	368814	16-Sep-05	\$71,024.64
Delphi Automotive Systems	368927	18-Sep-05	\$53,268.48
Delphi Automotive Systems	369158	19-Sep-05	\$53,268.48
Delphi Automotive Systems	369312	20-Sep-05	\$71,024.64
Delphi Automotive Systems	369499	21-Sep-05	\$71,024.64
Delphi Automotive Systems	369641	22-Sep-05	\$71,024.64
Delphi Automotive Systems	369642	23-Sep-05	\$106,536.96
Delphi Automotive Systems	369841	24-Sep-05	\$88,780.80
Delphi Automotive Systems	369844	25-Sep-05	\$17,756.16
Delphi Automotive Systems	370043	26-Sep-05	\$35,512.32
Delphi Automotive Systems	370073	27-Sep-05	\$35,512.32
Delphi Automotive Systems	370111	28-Sep-05	\$35,512.32
Delphi Automotive Systems	370193	27-Sep-05	\$35,512.32

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Deer Park, IL 60010

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Delphi Automotive Systems	370245	29-Sep-05	\$19,360.00
Delphi Automotive Systems	370326	28-Sep-05	\$35,512.32
Delphi Automotive Systems	370327	29-Sep-05	\$53,268.48
Delphi Automotive Systems	370328	29-Sep-05	\$35,512.32
Delphi Automotive Systems	370595	30-Sep-05	\$35,142.40
Delphi Automotive Systems	370596	30-Sep-05	\$53,268.48
Delphi Automotive Systems	370597	1-Oct-05	\$88,780.80
Delphi Automotive Systems	370905	3-Oct-05	\$92,202.56
Delphi Automotive Systems	371060	4-Oct-05	\$35,512.32
Delphi Automotive Systems	371255	5-Oct-05	\$29,732.32
Delphi Automotive Systems	371412	6-Oct-05	\$53,268.48
Delphi Automotive Systems	371561	7-Oct-05	\$71,024.64
Delphi Automotive Systems	371562	8-Oct-05	\$71,024.64
			<u>\$2,256,220.00</u>
Customer	Invoice #	Date	Amount
Delphi Packard	370673	30-Sep-05	\$2,762.10
			<u>\$2,762.10</u>
Customer	Invoice #	Date	Amount
Delphi Safety & Interior Sys.	370108	26-Sep-05	\$69,750.00
Delphi Safety & Interior Sys.	370976	3-Oct-05	\$131,750.00
			<u>\$201,500.00</u>
Total - Delphi Products			<u>\$2,460,482.10</u>

Thank you for your consideration. If you have any questions or need anything further, please do not hesitate to call me at 847-862-1254.

Very truly yours,

Robert J. Patton

21440 West Lake Cook Road
Deer Park, IL 60010

EXHIBIT 4

Invoice Number	Purchase Order #	Invoice/Trx Date	Outstanding Amount	Motorola Model Number	Customer Part Number	Bill of Lading Number	Date Shipped	Quantity Shipped
DELPHI AUTOMOTIVE								
370073 ✓	9014704 2005	Elma OFP 27-Sep-05	35,512.32	GM3302A13	26095424	123965	9/27/2005	768
370193 ✓	9014704 2005	Elma OFP 27-Sep-05	35,512.32	GM3302A13	26095424	123971	9/27/2005	768
370111 ✓	9014704 2005	Elma OFP 28-Sep-05	35,512.32	GM3302A13	26095424	123971	9/28/2005	768
370328 ✓	9014704 2005	Elma OFP 28-Sep-05	35,512.32	GM3302A13	26095424	123980	9/28/2005	768
370327 ✓	9014704 2005	Elma OFP 29-Sep-05	53,268.48	GM3302A13	26095424	123981	9/29/2005	1152
370328 ✓	9014704 2005	Elma OFP 29-Sep-05	35,512.32	GM3302A13	26095424	123986	9/29/2005	768
370595 ✓	9014704 2005	Elma OFP 30-Sep-05	35,142.40	GM3302A13	26095424	123987	9/30/2005	760
370596 ✓	9014704 2005	Elma OFP 30-Sep-05	53,268.48	GM3302A13	26095424	123995	9/30/2005	1152
370597 ✓	9014704 2005	Elma OFP 1-Oct-05	88,780.80	GM3302A13	26095424	123997	10/1/2005	1920
370905 ✓	9014704 2005	Elma OFP 3-Oct-05	92,202.36	GM3302A13	26095424	124013	10/3/2005	1994
371060 ✓	9014704 2005	Elma OFP 4-Oct-05	35,512.32	GM3302A13	26095424	124023	10/4/2005	768
371255 ✓	9014704 2005	Elma OFP 5-Oct-05	29,732.32	GM3302A13	26095424	124030	10/5/2005	643
371412 ✓	9014704 2005	Elma OFP 6-Oct-05	53,268.48	GM3302A13	26095424	124035	10/6/2005	1152
370976	550068913 2005	NOGALES OHU 3-Oct-05	131,750.00	G6112FFAF	16908229	028782	10/3/2005	850

Total 750,487.44